

**MINUTES OF THE REGULAR MEETING OF THE
OKLAHOMA POLICE PENSION AND RETIREMENT BOARD
Board Room
1001 N.W. 63rd Street, Suite 305
Oklahoma City, Oklahoma 73116**

MARCH 11, 2020

The regular meeting of the Oklahoma Police Pension and Retirement Board was called to order by Chairman Chris Cook at approximately 10:00 a.m. on Wednesday, March 11, 2020, in the Board Room of the Oklahoma Police Pension and Retirement System.

MEMBERS PRESENT: Brandy Manek, Tim Foley, Thomas Cooper, Chris Cook, Rob Groseclose, Jeff Russell, Chris Chandler, Jeff Cealka, Mike Brown, Ryan Woods, and Bo DeBose.

OTHERS: Ginger Sigler, Executive Director; Sean Ruark, Deputy Director; Deric Berousek, Chief Financial Officer; Darcie Gordon, Administrative Officer; Lauren Holmes, Administrative Assistant; George Tarlas, Asset Consulting Group; Marc Edwards, Legal Advisor; Lee Davis, Office of Management and Enterprise Services; and Dan Elsberry, K2 Mauna Kea Platform.

MEMBERS ABSENT: **Dave Roberts and Greg Wood**
** Brandy Manek left at 11:00am and Ryan Woods left at 11:30am**
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INTRODUCTION OF ANTUANYA "BO" DEBOSE, STATE INSURANCE COMMISSIONER'S DESIGNEE

Mr. Chris Cook introduced Antuanya "Bo" DeBose, Designee for the State Insurance Commissioner. Mr. DeBose stated he was an Oklahoma City native and graduated from Millwood High School. He mentioned that he attended Southwestern Oklahoma State University and Oklahoma City University Law School. He also noted that he had been with the Insurance Department since January.

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APPROVAL OF MINUTES OF REGULAR BOARD MEETING HELD FEBRUARY 19, 2020.

Motion by Ryan Woods and second by Rob Groseclose to approve the minutes of the Regular Board Meeting held February 19, 2020. Ayes: Brandy Manek, Tim Foley, Thomas Cooper, Chris Cook, Rob Groseclose, Jeff Russell, Chris Chandler, Jeff Cealka, Mike Brown, Ryan Woods, and Bo DeBose. Absent: Dave Roberts and Greg Wood. Motion Carried.

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CONSIDERATION AND VOTE, SUBJECT TO BOARD'S EXCEPTION, ON THE FOLLOWING APPLICATIONS

a. Application for Participation:

<u>Name</u>	<u>City</u>
Anthony J. Manning	Ardmore
Chase D. Franklin	Atoka
Steven D. Letterman	Bartlesville
Adam R. Mitchell	Clinton
Kyler D. Clardy	Idabel
Daniel Arbelaez	Oklahoma City
Michael I. Boyer	Oklahoma City
Eric D. Cao	Oklahoma City
Alexander R. Cera	Oklahoma City
Michael A. Carella	Oklahoma City
Christopher J. Goodwin	Oklahoma City
Matthew J. Howard	Oklahoma City
Christopher M. Lewis	Oklahoma City
Matthew V. McClurkin	Oklahoma City
William A. McGuire	Oklahoma City
Justis D. Overton	Oklahoma City
Jesus R. Ramirez	Oklahoma City
Luke A. Stephens	Oklahoma City
Jason M. Wing	Oklahoma City
Jonathan Jimenez	Midwest City
Bryan S. Kelly	Midwest City
Jacob C. Fierro	Muskogee
Timothy M. Cook	Noble
Jacob T. Hopkins	Ponca City
Tanner D. Reese	Pryor
Forest L. Cobb	Tahlequah
Aaron M. McCormick	Tecumseh
Latosha L. Warrior	Tonkawa
Jeremy K. Mashore	Valley Brook
Aaron M. Vales	Watonga
Brandon K. Cooper	Wister

b. Application for Refund of Contributions:

<u>Name</u>	<u>City</u>
Isaac P. Elliott	Bethany
Shane McKinzie	Bixby
Darren Prater	Choctaw
Jonathan Burton	Clinton
Zachrey M. Kos	Hugo
Melissa Bermudo	Oklahoma City
Travis Townsend	Oklahoma City
Bryan Bowles	Lawton

Eric Gambill	Mangum
Raymond Rogers	Miami
Chris Kennon	McAlester
Michael L. Lindsey, Jr.	Nicoma Park
Meghan M. Farris	Norman
Robert Maldonado	Norman
Nicholas M. Munson	Owasso
Emily A. Mathews	Sand Springs
Francisco Valdez	Sulphur
Aubrie Thompson	Tulsa
Preston J. Cox	Tuttle
Matthew Hoffman	Weatherford

c. Application for Participation in the Oklahoma Police Deferred Option Plan Under the Back Drop Provision:

<u>Name</u>	<u>City</u>	<u>DOP Eff. Date</u>	<u>Service Pension Eff. Date</u>
Michael S. Biffle	Duncan	10/01/2017	04/01/2020
Clifford E. English	Duncan	04/01/2015	04/01/2020
Steve Brackeen	Oklahoma City	04/01/2015	04/01/2020
Scott Wilson	Oklahoma City	05/01/2015	05/01/2020
David R. LaCroix	Sand Springs	04/01/2015	04/01/2020

d. Death Benefit:

<u>Name</u>	<u>City</u>
Daniel Hanna, Personal Rep of Samuel Hanna	Durant
Anita Lewis, widow of Jarrold Lewis	Lawton
Summer Dawson, Personal Rep of Buddy L. Guth	Yukon

e. Continuation of Benefit:

<u>Name</u>	<u>City</u>
Anita Lewis, widow of Jarrold Lewis	Lawton

f. Application for Monies Due the Estate from the System:

<u>Name</u>	<u>City</u>
Daniel Hanna, Personal Rep of Samuel Hanna	Durant
Summer Dawson, Personal Rep of Buddy L. Guth	Yukon

g. Termination of Benefit:

<u>Name</u>	<u>City</u>
Samuel Hanna	Durant
Buddy L. Guth	Yukon

Motion by Jeff Russell and second by Jeff Cealka for approval of applications for Police Deferred Option Plan, Participation, Service Pension, Refunds, and Benefits. Ayes: Brandy Manek, Tim Foley, Thomas Cooper, Chris Cook, Rob Groseclose, Jeff Russell, Chris Chandler, Jeff Cealka, Mike Brown, Ryan Woods, and Bo DeBose. Absent: Dave Roberts and Greg Wood. Motion Carried.

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REVIEW OF BOARD REPORTS

The Account #6000, Fund 20000 (operating expenses), report is attached as Exhibit "A"; the Account #8557A, Fund Expenditures (receipts and disbursements), report for February 2020 is attached as Exhibit "B"; the Broker Commission Report is attached as Exhibit "C"; the Statement of Total Fund is attached as Exhibit "D", and the Monthly Claims Register is attached as Exhibit "E".

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CONSIDERATION AND VOTE ON WHETHER TO RENEW OR TERMINATE CONTRACTS FOR THE FOLLOWING PROFESSIONAL SERVICES:

- a. BNY Mellon Trust – Custodial Services
- b. Asset Consulting Group, Inc. – Investment Consulting Services
- c. Cavanaugh Macdonald Consulting – Actuarial Services
- d. Finley & Cook, PLLC – Auditing Services
- e. Davis Graham & Stubbs LLP – Legal Services (Tax/Litigation)
- f. Phillips Murrah, PC – Legal Services (General Counsel)
- g. Wiggins Properties – Property Management Services

Motion by Chris Chandler and second by Thomas Cooper to renew the professional service contracts listed a-g. Ayes: Brandy Manek, Tim Foley, Thomas Cooper, Chris Cook, Rob Groseclose, Jeff Russell, Chris Chandler, Jeff Cealka, Mike Brown, Ryan Woods, and Bo DeBose. Absent: Dave Roberts and Greg Wood. Motion Carried.

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CONSIDERATION AND VOTE ON WHETHER TO RENEW OR TERMINATE CONTRACTS FOR THE FOLLOWING INVESTMENT MANAGERS

International Equity:

- AllianceBernstein Trust Company, LLC
- Baring Investment Series, LLC
- Mondrian Investment Partners
- Wasatch Advisors

Domestic Equity:

- Boston Partners Asset Management LP
- Silvercrest Asset Management Group, LLC (formerly Cortina)

Long/Short Equity:

- Grosvenor Long/Short Equity Fund, Ltd
- Grosvenor Class-B

Index Fund:

- Northern Trust Asset Management

Core Bonds:

- Agincourt Capital Management LLP

Multi-Sector Fixed Income:

Loomis Sayles
Oaktree Capital Management LLC

Absolute Return:

Pacific Alternative Asset Management Company (PAAMCO)
Wellington Trust Company, NA

Real Assets:

Blackstone Property Partners
J.P. Morgan Asset Management
MLM Macro – Peak Partners LP

Motion by Chris Chandler and second by Mike Brown to renew the investment managers' contracts listed. Ayes: Brandy Manek, Tim Foley, Thomas Cooper, Chris Cook, Rob Groseclose, Jeff Russell, Chris Chandler, Jeff Cealka, Mike Brown, Ryan Woods, and Bo DeBose. Absent: Dave Roberts and Greg Wood. Motion Carried.

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ASSET CONSULTING GROUP – FINANCIAL CONSULTANT REPORT FOR MONTH ENDED FEBRUARY 29, 2020 AND DISCUSSION ON REBALANCING PORTFOLIO ASSETS AMONG VARIOUS ASSET STRATEGIES AND MANAGERS. BOARD TO TAKE APPROPRIATE ACTION AS DEEMED NECESSARY.

Mr. George Tarlas reviewed the ASAP report for the month ended February 29, 2020, a copy of which is attached as Exhibit "F". As of February 29, 2020, the total fund was approximately \$2,611,530,000.00. The one-year return net of fees for the total fund is 4.87%.

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ASSET CONSULTING GROUP – PRIVATE EQUITY PROGRAM REVIEW AND RECOMMENDATION ON NEW COMMITMENTS. BOARD TO TAKE APPROPRIATE ACTION AS DEEMED NECESSARY.

Mr. George Tarlas reviewed the Oklahoma Police Pension and Retirement System Private Markets Recommendation – March 11, 2020, a copy of which is attached as Exhibit "G". He advised it was the recommendation of Asset Consulting Group to commit up to \$30,000,000.00 to Francisco Partners VI and up to \$10,000,000.00 to Francisco Partners Agility II.

Motion by Jeff Cealka and second by Mike Brown to commit up to \$30,000,000.00 to Francisco Partners VI and up to \$10,000,000.00 to Francisco Partners Agility II. Ayes: Brandy Manek, Tim Foley, Thomas Cooper, Chris Cook, Rob Groseclose, Jeff Russell, Chris Chandler, Jeff Cealka, Mike Brown, Ryan Woods, and Bo DeBose. Absent: Dave Roberts and Greg Wood. Motion Carried.

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FINLEY & COOK, PLLC – CERTIFICATION OF ELECTION RESULTS FOR STATE BOARD DISTRICT 3. BOARD TO TAKE APPROPRIATE ACTION AS DEEMED NECESSARY.

Motion by Mike Brown and second by Jeff Russell to approve the Certification of Election Results for State Board District 3. Ayes: Brandy Manek, Tim Foley, Thomas Cooper, Chris Cook, Rob Groseclose, Jeff Russell, Chris Chandler, Jeff Cealka, Mike Brown, Ryan Woods, and Bo DeBose. Absent: Dave Roberts and Greg Wood. Motion Carried.

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LEGISLATION UPDATE

Ms. Sigler updated the board on HB 3330 (disability bill), HB 3350 (tiered COLA bill), SB 1820 (litigation spend) and SB 1668 (Paid Base Salary changes).

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NEW BUSINESS

No new business.

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BOARD MEMBERS' REPORTS

Mr. Rob Groseclose thanked Sean for coming to Mustang PD to present the Retirement Seminar. Mr. Groseclose also noted that he would be gone for the next three board meetings.

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DISCUSSION OF SEMINARS/CONFERENCES. BOARD TO TAKE APPROPRIATE ACTION AS DEEMED NECESSARY

Motion by Ryan Woods and seconded by Chris Chandler to approve the following list for conference attendance:

NCPERS Annual Conference & Exhibition – May 10-13, 2020 – Mike Brown.

Ayes: Brandy Manek, Tim Foley, Thomas Cooper, Chris Cook, Rob Groseclose, Jeff Russell, Chris Chandler, Jeff Cealka, Mike Brown, Ryan Woods, and Bo DeBose. Absent: Dave Roberts and Greg Wood. Motion Carried.

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DIRECTOR'S REPORT

Ms. Sigler advised the office was busy, she and Deric were preparing to begin the Internal Audit, and the Securities Litigation Mediation went well. She also noted she was working on the spring newsletter and the FOP was holding a golf tournament in conjunction with OPPRS on June 9th, 2020.

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INVESTMENT MANAGERS CONFERENCE

K2 MAUNA KEA PLATFORM

Mr. Dan Elsberry presented on behalf of K2 Mauna Kea Platform, a copy of the presentation is attached as Exhibit "H".

The meeting was adjourned at approximately 11:34 a.m.

Notice of this meeting was filed with the Secretary of State and the agenda for the meeting was posted in compliance with the Open Meeting Act.

RESPECTFULLY SUBMITTED BY DARCI GORDON, ADMINISTRATIVE OFFICER.